

SECRETARY'S CERTIFICATE

KNOW ALL MEN BY THESE PRESENTS:

I, **NARCISO P. NARIO, JR.**, of legal age, Filipino, with business and postal address at 7th Floor COCOLIFE Building, 6807 Ayala Avenue, Makati City, 1226, after having been duly sworn to in accordance with law, do hereby depose and say that:

1. I am the duly elected and incumbent Corporate Secretary of **United Coconut Planters Life Assurance Corporation (COCOLIFE)**, a corporation duly organized and existing under Philippine laws, with office address at COCOLIFE Bldg., 6807 Ayala Avenue, Makati City, 1226;
2. I am the custodian of the corporate books and records of the Corporation, including the Minutes of Meetings and Resolutions of its Board of Directors;
3. At the Regular Meeting of the Board of Directors of COCOLIFE held on 27 November 2020 via remote communication (videoconferencing), at which meeting a quorum was present and acting throughout, the following excerpts, as reflected in the minutes of said meeting, are herein quoted as follows:

“The Committee Secretary submitted to the Board for its notation and/or appropriate action, the matters taken up during the respective meetings of the Board Committees, as follows:

1. *Nomination and Compensation Committee. Convened on 6 November 2020 and 26 November 2020.*

A. *6 November 2020*

1. *Approved the minutes of its meeting held on 7 July 2020.*
2. *Committee was updated on the following policies of the Human Resources and Administrative Services Department (HRASD):*
 - a. *Computation for Bonus/Additional Compensation*
 - b. *Special Performance Incentive Bonus (SPIB)*
 - c. *Promotion Policies and Guidelines*
 - d. *Company Performance Appraisal*
 - e. *General Salary Increase*
3. *Committee was apprised on the taking of a Directors Liability Insurance.*

B. *26 November 2020*

1. *Approved the minutes of its meeting held on 6 November 2020.*
2. *Committee was informed of the Telecommuting Arrangement Policy, a special Work from Home arrangement to be implemented on January 16, 2021.*
3. *Committee favorably recommended for Board approval Management's proposal concerning the Special Performance Incentive Bonus (SPIB) for the year.*

2. Risk Oversight Committee. Convened on 18 November 2020.

1. *Approved the minutes of its meeting held on 30 October 2020.*
2. *Committee was apprised on the following:*
 - a. *Risk Management and Compliance Division (RMCD) Organization*
 - b. *Risk Management and Compliance Framework*
 - c. *Risk Management Procedures*
 - d. *Compliance Procedures*
 - e. *Current Task and Activities of RMCD*
3. *Risk Division also informed the Committee on the Insurance Commission (IC) Letter dated November 6, 2020 with the subject, Financial Reporting Framework (FRF), Gross Premium Valuation (GPV) and Amended Risk-Based Capital (RBC2) Reports for the quarter ending 30 June 2020.*

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4. Subsidiaries and Investments Oversight Committee. Convened on 25 November 2020.

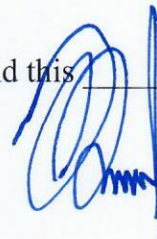
1. *Approved the minutes of its meeting held on 22 September 2020.*
2. *Committee was updated on the following:*
 - a. *Sale of DirectLink*
 - b. *Investment Portfolio of COCOLIFE*
 - c. *Investment Portfolio of CAMCI and Mutual Fund Companies*
 - d. *Investment Portfolio of COCOGEN*

xxx.”

4. I am executing this Certificate to attest to the truth of the foregoing, and that the said Resolution is still valid and has not been repealed, altered or otherwise modified up to the present.

FURTHER AFFIANT SAYETH NAUGHT.


IN WITNESS WHEREOF, I have hereunto set my hand this 23 day of APR 23 2021 2021 at the City of Makati.



NARCISO P. NARIO, JR.
Corporate Secretary

SUBSCRIBED AND SWORN to before me this _____ day of APR 23 2021 2021 affiant exhibiting to me his Unified Multi-Purpose ID CRN-0111-2766281-2 and Driver's License N02-82-057709.

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Series of 2021.


REX D. LAMPA
NOTARY PUBLIC
Appointment No. M-273 2019-2020
Until June 30, 2021 per
Supreme Court Resolution dated 01 December 2020
5th Floor Cocolife Bldg., 6807 Ayala Ave., Makati City
Lifetime IBP No. 010868 - Quezon City Chapter
MCLE Compliance No. VI-0021886; 03-29-2019
PTR No. 8533354 - Makati City
Roll of Attorney's No. 38090